

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Blackbird Energy Inc. (the "**Corporation**")
400, 444 5th Avenue SW
Calgary, Alberta
T2P 2T8

Item 2. Date of Material Change

March 14, 2017

Item 3. News Release

A news release relating to the material change described herein was disseminated through the services of Marketwired on March 14, 2017.

Item 4. Summary of Material Change

On March 14, 2017, the Corporation closed its previously announced marketed public offering (the "**Offering**") through a syndicate of Agents co-led by Cormark Securities Inc., Pareto Securities AS and TD Securities Inc. and also including BMO Capital Markets, Scotia Capital Inc., Haywood Securities Inc., Laurentian Bank Securities Inc., Raymond James Ltd. and Jett Capital Advisors, LLC (collectively, the "**Agents**"), and pursuant to the terms of an agency agreement dated effective February 27, 2017 between the Corporation and the Agents.

The Corporation issued 112,456,000 common shares of the Company (the "**Common Shares**") at a price of \$0.55 per Common Share, 29,643,750 Common Shares issued on a "CEE flow-through" basis (the "**CEE Flow-Through Shares**") at a price of \$0.64 per CEE Flow-Through Share and 6,800,000 Common Shares issued on a "CDE flow-through" basis (the "**CDE Flow-Through Shares**") at a price of \$0.59 per CDE Flow-Through Share, for aggregate gross proceeds of \$84,834,800, which includes 2,456,000 Common Shares and 3,862,500 CEE Flow-Through Shares issued pursuant to the partial exercise of the over-allotment option by the Agents.

The Agents received a cash fee equal to 4.5% of the gross proceeds of the Offering.

The Offering was completed by way of short form prospectus filed with the securities regulatory authorities in each of the provinces of Canada (except Québec) (the "**Prospectus**"). The Prospectus is accessible on SEDAR at www.sedar.com.

Item 5.1 Full Description of Material Change

See item 4 above and the attached news release for a full description of the material change.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Confidential Filing Provisions

No information has been omitted in this material change report on the basis that it is confidential information.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Further information relating to the Corporation may be found on www.sedar.com as well as on the Corporation's website at www.blackbirdenergyinc.com or by contacting Garth Braun, Chairman, Chief Executive Officer and President of the Corporation at:

Blackbird Energy Inc.
400, 444 5th Avenue SW
Calgary, Alberta T2P 2T8
Telephone: (403) 699-9929

Item 9. Date of Report

March 16, 2017.

NOT FOR DISTRIBUTION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAW

BLACKBIRD ENERGY INC. CLOSES UPSIZED AND OVER SUBSCRIBED MARKETED PUBLIC OFFERING OF \$84.8 MILLION

March 14, 2017 – Calgary, Alberta (TSXV – BBI) Blackbird Energy Inc. (“**Blackbird**” or the “**Company**”) is pleased to announce that it has closed its previously announced marketed public offering (the “**Offering**”) through a syndicate of Agents co-led by Cormark Securities Inc., Pareto Securities AS and TD Securities Inc. and also including BMO Capital Markets, Scotia Capital Inc., Haywood Securities Inc., Laurentian Bank Securities Inc., Raymond James Ltd. and Jett Capital Advisors, LLC (collectively, the “**Agents**”).

Blackbird issued 112,456,000 common shares of the Company (the “**Common Shares**”) at a price of \$0.55 per Common Share, 29,643,750 Common Shares issued on a “**CEE flow-through**” basis (the “**CEE Flow-Through Shares**”) at a price of \$0.64 per CEE Flow-Through Share and 6,800,000 Common Shares issued on a “**CDE flow-through**” basis (the “**CDE Flow-Through Shares**”) at a price of \$0.59 per CDE Flow-Through Share, for aggregate gross proceeds of \$84,834,800, which includes 2,456,000 Common Shares and 3,862,500 CEE Flow-Through Shares issued pursuant to the partial exercise of the over-allotment option by the Agents.

The Agents received a cash fee equal to 4.5% of the gross proceeds of the Offering.

The Offering was completed by way of short form prospectus filed with the securities regulatory authorities in each of the provinces of Canada (except Québec) (the “**Prospectus**”). The Prospectus is accessible on SEDAR at www.sedar.com.

The net proceeds of the Offering will be used by the Company to fund the drilling and completion operations of approximately 12 Elmworth / Pipestone Montney wells and to incur related tie-in, equipping and pipeline gathering system costs, as well as for general corporate purposes, with the net proceeds from the sale of the CEE Flow-Through Shares used to incur Canadian exploration expenses for the purposes of the Income Tax Act (Canada) after the closing date of the Offering and prior to December 31, 2018 and the net proceeds from the sale of the CDE Flow-Through Shares used to incur Canadian development expenses for the purposes of the Income Tax Act (Canada) after the date of closing and prior to December 31, 2017. The Company will renounce the Canadian exploration expenses and the Canadian development expenses to subscribers of CEE Flow-Through Shares and CDE Flow-Through Shares, respectively, for the year ended December 31, 2017.

Please see “*Use of Proceeds*” in the Prospectus for further details on the use of net proceeds from the Offering.

ABOUT BLACKBIRD

Blackbird Energy Inc. is a highly innovative oil and gas exploration and development company focused on the condensate and liquids-rich Montney fairway at Elmworth, near Grande Prairie, Alberta.

For more information, please contact:

Blackbird Energy Inc.

Garth Braun
Chairman, CEO, and President
(403) 500-5550
gbraun@blackbirdenergyinc.com

Jeff Swainson
Chief Financial Officer
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READER ADVISORIES

Forward Looking Information

This news release includes certain statements that may be deemed "forward-looking statements" within the meaning of applicable Canadian securities legislation. Specifically, this news release includes, but is not limited to, forward-looking statements with respect to the use of the net proceeds of the Offering and the renunciation of Canadian exploration expenses and Canadian development expenses to the subscribers of CEE Flow-Through Shares and CDE Flow-Through Shares, respectively, for the year ended December 31, 2017. Generally, forward-looking statements can be identified by the forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "projects", "intends", "anticipates", or "does not anticipate", or "believes", or variations of such words and phrases that state that certain actions, events or results "may", "can", "could", "would", "might", or "will be taken", "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the exploration and development and operation of the Company's projects, the actual results of current exploration, development activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future oil and gas prices, satisfaction of customary closing conditions for the Offering, as well as those factors discussed in the sections relating to risk factors of our business filed in the Company's required securities filings on SEDAR. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results to be materially different

from those anticipated, described, estimated, assessed or intended. There can be no assurance that any forward-looking statements will prove accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

No securities regulatory authority has either approved or disapproved of the contents of this news release.

THIS NEWS RELEASE IS NOT AN OFFER OF SECURITIES IN THE UNITED STATES. THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS. THIS PRESS RELEASE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL.